

							A)					(1)(5)(6) (7)(8)
Call Option ("right to purchase")	\$ 12.3	06/24/2013	P		550,229	06/24/2013	02/20/2015	see footnote A)	550,229	\$ 5.88	16,090,869	I please see all footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Put Option ("obligation to purchase")	\$ 12.3	06/24/2013	S		550,229	02/20/2015	02/20/2015	see footnote A)	550,229	\$ 0.01	16,090,869	I please see all footnotes

Signatures

Reporting Owners				
Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C C/O ICAHN ASSOCIATES HOLDING LLC 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153		X		

06/24/2013

Date _____

Explanation of Responses:

(1) High River Limited Partnership ("High River") directly beneficially owns 6,309,528 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 9,520,046 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 10,042,350 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 3,940,853 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,734,854 Shares.

(2) Barberrry Corp. ("Barberrry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckett Corp. ("Beckett") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings") and Icahn member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

(3) Each of Barberrry and Beckett is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberrry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberrry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckett and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckett and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(5) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckett and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckett and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(6) High River directly beneficially owns 3,218,174 American-style call options (the "Call Options"), Icahn Partners directly beneficially owns 4,854,164 Call Options, Icahn Master directly beneficially owns 5,132,987 Call Options, Icahn Master II directly beneficially owns 2,003,933 Call Options, and Icahn Master III directly beneficially owns 881,611 Call Options.

(7) High River directly wrote 3,218,174 European-style put options (the "Put Options"), Icahn Partners directly wrote 4,854,164 Put Options, Icahn Master directly wrote 5,132,987 Put Options, Icahn Master II directly wrote 2,003,933 Put Options, and Icahn Master III directly wrote 881,611 Put Options. In each case, the exercise, termination or transfer of the Call Options will reduce the number of Put Options on a one-for-one basis.

(8) The Call Options reference an aggregate of 16,090,869 Shares, have an exercise price of \$12.30, expire on February 20, 2015, and provide for physical settlement. The Put Options reference an aggregate of 16,090,869 Shares, have an exercise price of \$12.30, expire on February 20, 2015, and provide that they settle in cash.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
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Sec Form 4 Icahn Carl C - Nuance Communications Inc. For 08/09/13

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Penny Stocks

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Stock ScreenerInsider Trading
Graph View

Insider Watch

Icahn Carl C - Nuance Communications Inc. - For 08/09/13

1. **About Form 4 Filing:** Every director, officer or owner of more than ten percent of a class of equity securities registered under Section 12 of the '34 Act must file with the U.S. Securities and Exchange Commission (SEC) a statement of ownership regarding such security. The initial filing is on Form 3 and changes are reported on Form 4. The Annual Statement of beneficial ownership of securities is on Form 5. The forms contain information on the reporting person's relationship to the company and on purchases and sales of such equity securities.
2. Form 4 is stored in SEC's EDGAR database. EDGAR is Electronic Data Gathering, Analysis and Retrieval System. It is a registered trademark of the SEC.

"Insiders might sell their shares for any number of reasons, but they buy them for only one: they think the price will rise"

- Peter Lynch ==>> [What is insider trading>>](#)

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person(s)

ICAHN CARL C
(Last) (First) (Middle)
C/O ICAHN ASSOCIATES HOLDING LLC, 767 FIFTH AVE.,
SUITE 4700
(Street)
NEW YORK, NY 10153
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Nuance Communications, Inc. [NUAN]

3. Date of Earliest Transaction (MM/DD/YY)

08/07/2013

4. If Amendment, Date Original Filed (MM/DD/YY)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director

Officer (give title below)

X 10% Owner

Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (MM/DD/YY)	2A. Deemed Execution Date, if any (MM/DD/YY)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Table II - Derivative Securities Acquired, Exercised, Expired, or Disposed of (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (MM/DD/YY)	3A. Deemed Execution Date, if any (MM/DD/YY)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (MM/DD/YY)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Call Option ("right to purchase")	\$ 12.3	08/07/2013		P		3,301,895	08/07/2013	02/20/2015	see footnote (8)	3,301,895	\$ 6.39	19,392,764	I	please see all footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Put Option ("obligation to purchase")	\$ 12.3	08/07/2013		S		3,301,895	02/20/2015	02/20/2015	see footnote (8)	3,301,895	\$ 0.01	19,392,764	I	Please see all footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Call Option ("right to purchase")	\$ 12.3	08/08/2013		P		72,938	08/08/2013	02/20/2015	see footnote (8)	72,938	\$ 6.93	19,465,702	I	Please see all footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Put Option ("obligation to purchase")	\$ 12.3	08/08/2013		S		72,938	02/20/2015	02/20/2015	see footnote (8)	72,938	\$ 0.01	19,465,702	I	Please see all footnotes (1) (2) (3) (4) (5) (6) (7) (8)

10/19/2014

Case 1:15-cv-00895-CA Document 1-3 Filed 02/06/15 Page 3 of 10

															(6) (7) (8)
Call Option ("right to purchase")	\$ 12.3	08/09/2013	P	14,400	08/09/2013	02/20/2015	see footnote (8)	14,400	\$ 6.87	19,480,102	I	please see all footnotes (1) (2) (3) (4) (5) (6) (7) (8)			
Put Option ("obligation to purchase")	\$ 12.3	08/09/2013	S	14,400	02/20/2015	02/20/2015	see footnote (8)	14,400	\$ 0.01	19,480,102	I	please see all footnotes (1) (2) (3) (4) (5) (6) (7) (8)			

Reporting Owners

Signatures

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C. C/O ICAHN ASSOCIATES HOLDING LLC 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153		X		

CARL C. ICAHN

08/09/2013

Signature of Reporting Person

Date

Explanation of Responses:

(1) High River Limited Partnership ("High River") directly beneficially owns 6,309,528 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 9,520,046 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 10,042,350 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 3,940,853 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,734,854 Shares.

(2) Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

(3) Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(5) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(6) High River directly beneficially owns 3,896,021 American-style call options (the "Call Options"), Icahn Partners directly beneficially owns 6,168,550 Call Options, Icahn Master directly beneficially owns 6,529,987 Call Options, Icahn Master II directly beneficially owns 2,003,933 Call Options, and Icahn Master III directly beneficially owns 881,611 Call Options.

(7) High River directly wrote 3,896,021 European-style put options (the "Put Options"), Icahn Partners directly wrote 6,168,550 Put Options, Icahn Master directly wrote 6,529,987 Put Options, Icahn Master II directly wrote 2,003,933 Put Options, and Icahn Master III directly wrote 881,611 Put Options. In each case, the exercise, termination or transfer of the Call Options will reduce the number of Put Options on a one-for-one basis.

(8) The Call Options reference an aggregate of 19,480,102 Shares, have an exercise price of \$12.30, expire on February 20, 2015, and provide for physical settlement. The Put Options reference an aggregate of 19,480,102 Shares, have an exercise price of \$12.30, expire on February 20, 2015, and provide that they settle in cash.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Icahn Carl C - Nuance Communications Inc. - For 08/20/13

- About Form 4 Filing:** Every director, officer or owner of more than ten percent of a class of equity securities registered under Section 12 of the '34 Act must file with the U.S. Securities and Exchange Commission (SEC) a statement of ownership regarding such security. The initial filing is on Form 3 and changes are reported on Form 4. The Annual Statement of beneficial ownership of securities is on Form 5. The forms contain information on the reporting person's relationship to the company and on purchases and sales of such equity securities.
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940
OMB APPROVAL

OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person ¹ ICAHN CARL C (Last) (First) (Middle) C/O ICAHN ASSOCIATES HOLDING LLC, 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol Nuance Communications, Inc. [NUAN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)	
3. Date of Earliest Transaction (MM/DD/YY) 08/16/2013		4. If Amendment, Date Original Filed (MM/DD/YY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (MM/DD/YY)	3A. Deemed Execution Date, if any (MM/DD/YY)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount	(A) or (D)	Price	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

(e.g. , puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (MM/DD/YY)	3A. Deemed Execution Date, if any (MM/DD/YY)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (MM/DD/YY)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Call Option ("right to purchase")	\$ 12.3	08/16/2013		P		79,819		08/16/2013	02/20/2015	see footnote 1, 2, 3, 4, 5, 6, 7, 8, 9	79,819	\$ 6.7	19,559,921	I	please see all footnotes 1, 2, 3, 4, 5, 6, 7, 8, 9
Put Option ("obligation to purchase")	\$ 12.3	08/16/2013		S		79,819		02/20/2015	02/20/2015	see footnote 1, 2, 3, 4, 5, 6, 7, 8, 9	79,819	\$ 0.01	19,559,921	I	Please see all footnotes 1, 2, 3, 4, 5, 6, 7, 8, 9
Call Option ("right to purchase")	\$ 12.3	08/19/2013		P		250,000		08/19/2013	02/20/2015	see footnote 1, 2, 3, 4, 5, 6, 7, 8, 9	250,000	\$ 6.76	19,809,921	I	Please see all footnotes 1, 2, 3, 4, 5, 6, 7, 8, 9
Put Option										see					Please see all footnotes 1, 2, 3, 4, 5, 6, 7, 8, 9

10/19/2014		Case 1:15-cv-00898-UA Document 13 Filed 02/06/15 Page 5 of 10		Sec Form 4 Icahn Carl C. Icahn		For 08/20/13		Page 5 of 10				
("obligation to purchase")	\$ 12.3	08/19/2013	S	250,000	02/20/2015	02/20/2015	footnote 8.)	250,000	\$ 0.01	19,809,921	I	1.) (2.) (3.) 1.) (4.) (5.) (6.) (7.) (8.)
Reporting Owners										Signatures		
Reporting Owner Name / Address				Relationships				CARL C. ICAHN		08/20/2013		
				Director	10% Owner	Officer	Other	Signature of Reporting Person		Date		
ICAHN CARL C. C/O ICAHN ASSOCIATES HOLDING LLC 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153					X							

Explanation of Responses:

(1) High River Limited Partnership ("High River") directly beneficially owns 6,309,528 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 9,520,046 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 10,042,350 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 3,940,853 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,734,854 Shares.

(2) JBarberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

(3) Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(5) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(6) High River directly beneficially owns 3,251,985 American-style call options (the "Call Options"), Icahn Partners directly beneficially owns 6,265,954 Call Options, Icahn Master directly beneficially owns 6,652,762 Call Options, Icahn Master II directly beneficially owns 2,019,849 Call Options, and Icahn Master III directly beneficially owns 889,371 Call Options.

(7) High River directly wrote 3,961,985 European-style put options (the "Put Options"), Icahn Partners directly wrote 6,265,954 Put Options, Icahn Master directly wrote 6,652,762 Put Options, Icahn Master II directly wrote 2,019,849 Put Options, and Icahn Master III directly wrote 889,371 Put Options. In each case, the exercise, termination or transfer of the Call Options will reduce the number of Put Options on a one-for-one basis.

(8) The Call Options reference an aggregate of 19,809,921 Shares, have an exercise price of \$12.30, expire on February 20, 2015, and provide for physical settlement. The Put Options reference an aggregate of 19,809,921 Shares, have an exercise price of \$12.30, expire on February 20, 2015, and provide that they settle in cash.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Icahn Carl C - Nuance Communications Inc. - For 08/27/13

- About Form 4 Filing:** Every director, officer or owner of more than ten percent of a class of equity securities registered under Section 12 of the '34 Act must file with the U.S. Securities and Exchange Commission (SEC) a statement of ownership regarding such security. The initial filing is on Form 3 and changes are reported on Form 4. The Annual Statement of beneficial ownership of securities is on Form 5. The forms contain information on the reporting person's relationship to the company and on purchases and sales of such equity securities.
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB APPROVAL

OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person (Last) (First) (Middle) ICAHN CARL C. C/O ICAHN ASSOCIATES HOLDING LLC, 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol Nuance Communications, Inc. [NUAN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ X ____ 10% Owner ____ Officer (give title below) ____ Other (specify below)	
3. Date of Earliest Transaction (MM/DD/YY) 08/23/2013		4. If Amendment, Date Original Filed (MM/DD/YY)		6. Individual or Joint/Group Filing (Check Applicable Line) ____ X ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (MM/DD/YY)	2A. Deemed Execution Date, if any (MM/DD/YY)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or (D)	Price		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (MM/DD/YY)	3A. Deemed Execution Date, if any (MM/DD/YY)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (MM/DD/YY)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				
Call Option ("right to purchase")	\$ 12.3	08/23/2013		P	107,634	08/23/2013 02/20/2015	see footnote 1 107,634	\$ 6.51	19,917,555	I	see all footnotes 1 2 3 4 5 6 7 8
Put Option ("obligation to purchase")	\$ 12.3	08/23/2013		S	107,634	02/20/2015 02/20/2015	see footnote 1 107,634	\$ 0.01	19,917,555	I	see all footnotes 1 2 3 4 5 6 7 8
Call Option ("right to purchase")	\$ 12.3	08/27/2013		P	78,427	08/27/2013 02/20/2015	see footnote 1 78,427	\$ 6.51	19,995,982	I	see all footnotes 1 2 3 4 5 6 7 8
Put Option ("obligation to purchase")	\$ 12.3	08/27/2013		S	78,427	02/20/2015 02/20/2015	see footnote 1 78,427	\$ 0.01	19,995,982	I	see all footnotes 1 2 3 4 5 6 7 8

Reporting Owners

Signatures

CARL C. ICAHN

08/27/2013

Signature of Reporting Person

Date

Reporting Owner Name / Address

Relationships

	Director	10% Owner	Officer	Other
ICAHN CARL C. C/O ICAHN ASSOCIATES HOLDING LLC 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153		X		

Explanation of Responses:

- (1) High River Limited Partnership ("High River") directly beneficially owns 6,300,528 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 9,520,046 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 10,042,350 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 3,940,853 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,734,854 Shares.
- (2) Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.
- (3) Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- (4) Each of Icahn Onshore, Icahn Capital, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- (5) Each of Icahn Offshore, Icahn Capital, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- (6) High River directly beneficially owns 3,999,197 American-style call options (the "Call Options"). Icahn Partners directly beneficially owns 6,343,218 Call Options, Icahn Master directly beneficially owns 6,713,246 Call Options, Icahn Master II directly beneficially owns 2,041,442 Call Options, and Icahn Master III directly beneficially owns 898,879 Call Options.
- (7) High River directly wrote 3,999,197 European-style put options (the "Put Options"). Icahn Partners directly wrote 6,343,218 Put Options, Icahn Master directly wrote 6,713,246 Put Options, Icahn Master II directly wrote 2,041,442 Put Options, and Icahn Master III directly wrote 898,879 Put Options. In each case, the exercise, termination or transfer of the Call Options will reduce the number of Put Options on a one-for-one basis.
- (8) The Call Options reference an aggregate of 19,995,982 Shares, have an exercise price of \$12.30, expire on February 20, 2015, and provide for physical settlement. The Put Options reference an aggregate of 19,995,982 Shares, have an exercise price of \$12.30, expire on February 20, 2015, and provide that they settle in cash.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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EXHIBIT 6 b
SEC Form 4 Nuance August 28, 2013

See Form 4[Form 4 Filings](#)[Insider Buys](#)[Significant Buys](#)[Penny Stocks](#)[Insider Sales](#)[Insider Buy Sell Ratios](#)[Stock Options](#)[Insider Trading Stock Screener](#)[Insider Trading Graph View](#)[Insider Watch](#)**Icahn Carl C - Nuance Communications Inc. - For 08/29/13**

1. **About Form 4 Filing:** Every director, officer or owner of more than ten percent of a class of equity securities registered under Section 12 of the '34 Act must file with the [U.S. Securities and Exchange Commission \(SEC\)](#) a statement of ownership regarding such security. The initial filing is on Form 3 and changes are reported on Form 4. The Annual Statement of beneficial ownership of securities is on Form 5. The forms contain information on the reporting person's relationship to the company and on purchases and sales of such equity securities.
2. Form 4 is stored in SEC's EDGAR database. EDGAR is Electronic Data Gathering, Analysis and Retrieval System. It is a registered trademark of the SEC.

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person - ICAHN CARL C (Last) (First) (Middle) C/O ICAHN ASSOCIATES HOLDING LLC, 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol Nuance Communications, Inc. [NUAN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
3. Date of Earliest Transaction (MM/DD/YY) 08/28/2013			4. If Amendment, Date Original Filed (MM/DD/YY)			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (MM/DD/YY)	2A. Deemed Execution Date, if any (MM/DD/YY)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 ("Shares")	08/29/2013		X		20,890,119	A	\$ 12.34	52,437,750	I	see all footnotes 1, 2, 3, 4, 5, 6, 7, 8

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (MM/DD/YY)	3A. Deemed Execution Date, if any (MM/DD/YY)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (MM/DD/YY)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Call Option ("right to purchase")	\$ 12.3	08/28/2013		P		644,241	08/28/2013	02/20/2015	see footnote 1	644,241	\$ 6.33	20,640,223	I	see all footnotes 1, 2, 3, 4, 5, 6, 7, 8
Put Option ("obligation to purchase")	\$ 12.3	08/28/2013		S		644,241	02/20/2015	02/20/2015	see footnote 1	644,241	\$ 0.01	20,640,223	I	see all footnotes 1, 2, 3, 4, 5, 6, 7, 8
Call Option ("right to purchase")	\$ 12.3	08/29/2013		P		249,896	08/29/2013	02/20/2015	see footnote 1	249,896	\$ 6.2	20,890,119	I	see all footnotes 1, 2, 3, 4, 5, 6, 7, 8
Put Option ("obligation to purchase")	\$ 12.3	08/29/2013		S		249,896	02/20/2015	02/20/2015	see footnote 1	249,896	\$ 0.01	20,890,119	I	see all footnotes 1, 2, 3, 4, 5, 6, 7, 8
Call Option ("right to purchase")	\$ 12.3	08/29/2013		X		20,890,119	04/30/2013	02/20/2015	see footnote 1	20,890,119	\$ 0.01	0	I	see all footnotes 1, 2, 3, 4, 5, 6, 7, 8

see all
footnotes
1 2 3
4 5 6
7 8

Signatures

CARL C. ICAHN 08/29/2013

²² Signature of Reporting Person Date

Explanation of Responses:

(1) High River Limited Partnership ("High River") directly beneficially owns 10,467,552 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 16,138,447 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 17,044,258 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 6,086,071 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 2,673,421 Shares.

(2) JBarberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Becton Corp. ("Becton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

(3) Each of Barberry and Becton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Becton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Becton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(5) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Becton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Becton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(6) High River directly beneficially owned 4,178,024 American-style call options (the "Call Options"), Icahn Partners directly beneficially owned 6,618,401 Call Options, Icahn Master directly beneficially owned 7,003,909 Call Options, Icahn Master II directly beneficially owned 2,145,218 Call Options, and Icahn Master III directly beneficially owned 944,567 Call Options. On August 29, 2013, each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III exercised all of their respective Call Options in their entirety, and thereby acquired 4,178,024 Shares, 6,618,401 Shares, 7,003,909 Shares, 2,145,218 Shares, and 944,567 Shares, respectively.

(7) High River directly wrote 4,178,024 European-style put options (the "Put Options"), Icahn Partners directly wrote 6,618,401 Put Options, Icahn Master directly wrote 7,003,909 Put Options, Icahn Master II directly wrote 2,145,218 Put Options, and Icahn Master III directly wrote 944,567 Put Options. On August 29, 2013, upon exercise of the Call Options, all of the Put Options expired in accordance with their terms.

(8) The Call Options referenced an aggregate of 20,890,119 Shares, had an exercise price of \$12.30, had an expiration date of February 20, 2015, and provided for physical settlement. The Put Options referenced an aggregate of 20,890,119 Shares, had an exercise price of \$12.30, had an expiration date of February 20, 2015, and provided that they would settle in cash. The exercise price upon exercise of the Call Options was \$12.30 and the average premium paid for the Call Options was \$6.45.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).**

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